

PAW000098368



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. :

072100000052

REFERENCE : 176662 4303929

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : December 5, 1996

ORDER TIME : 10:03 AM

ORDER NO. : 176662-005

CUSTOMER NO: 4303929

400002020784--7

CUSTOMER: Ms. Myrna Norman-golinsky
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: FRIEDLAND INVESTMENTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

RECEIVED
96 DEC -5 AM 11:23
DIVISION OF CORPORATION

KH
12-5-96

GREENBERG

ATTORNEYS AT LAW

TRAURIG

Leonard J. Adler	Stacey P. Dougan	Alberto M. Hernandez	Oscar Levin	Albert D. Quentel	Jeffrey S. Tenen
Fernando C. Alonso	Luria A. Dougherty	Jeffrey A. Hirach	Michael P. Levinson	Daniel E. Reed	Robert H. Traurig
Cesar L. Alvarez	Candace B. Duff	Kenneth C. Hoffman	Norman H. Lipoff	C. Ryan Rees	Peter L. Tunis
Liliana Armas	William B. Eck	Larry J. Hoffman	Carlos E. Loumiet	Barry Scott Richard	Merrill A. Ulmer
Daniel H. Aronson	Arthur J. England, Jr.	Kenneth A. Horky	Juan P. Loumiet	Douglas J. Rillstone	Brian J. Walsh
David C. Ashburn	Gary M. Epstein	John Harrison Hough	Bruce E. Mardonough	Andrés Rivero	Keith Wasseraström
Charles M. Auslander	Orlando Evora	Osmond C. Howe, Jr.	Alfred J. Malefatto	Kenneth D. Robinson	Fern S. Watts
James L. Barchus	Randolph H. Fields	Andrew Hulsh	Samantha D. Malloy	Raquel A. Rodriguez	Elise D. Weakley
Fred W. Baggett	Jorge L. Freeland	John B. Hutton	Suzanne Mann	Elizabeth A. Rogers	Gary Weinfeld
Kerri L. Barsh	Robin F. Frydman	Joanna Iglesias	Fernando Margarit	Marvin S. Rosen	Jeffrey Weithorn
Hilarie Bass	Robert C. Gang	Lisa Iglesias	Ina Marrero-Prilegues	Richard A. Rosenbaum	David E. Wells
V. Dawn Beighry	Richard C. Garrett	Allison M. Igou	Enrique J. Martin	Eric D. Rosenberg	Howard W. Whitaker
Norman J. Benford	Brian K. Gatt	Frank S. Ioppolo, Jr.	Pedro A. Martin	Ronald M. Rosengarten	Kelley Whiter
Paul Berkowitz	Jonathan S. Gelman	Martin Kalb	Roberto Martinez	David L. Ross	William S. Wilson
Bridget Berry	David J. George	Stephen P. Katz	Pedro J. Martinez-Fraga	Mark A. Salky	Jerrold A. Wish
Mark F. Bideau	Dawn I. Gleher	Steven M. Kataman	Joel D. Maer	Stephen D. Sanford	Timothy D. Wolfe
Lorence Jon Bielby	Jeffrey Gilbert	David S. Kenin	Gregory L. Mayback	Gary A. Saul	Linda C. Worton
Mark D. Bloom	Laurie L. Gildan	Shepard King	Juan J. Mayol, Jr.	Justin J. Sayffe	Arthur C. Young
John A. Boudet	Bruce H. Giles-Klein	Igal Knobler	Craig T. McClung	Elliot H. Scherker	Diana S.C. Zeydel
Reginald L. Bouthillier, Jr.	Richard J. Giusto	Steven J. Kravitz	Robert R. McDonald	Mark P. Schnapp	
Howard Bregman	Lorie M. Glim	Alan S. Krischer	Michael W. McNatt	Clifford A. Schulman	Of Counsel
Francis B. Brogan, Jr.	Lawrence Godofsky	J. D. Boone Kuersteiner	Teresa J. Moore	Julie M. Schwartz	
Burt Bruton	Steven E. Goldman	Ronald C. LaFace	Patrick T. O'Brien	Frank Scruggs	Mark A. Buckstein
Gabriel Buigas	Glen E. Goldstein	Gustavo J. Lamelas	Maurly R. Olicker	Randy J. Shaw	Peter J. Fides, II
Christian C. Burden	Joseph G. Goldstein	Steven A. Landy	David S. Oliver	Paul A. Shelowitz	Arnold J. Hoffman
Bernardo Burstein	Steven S. Goodman	Steven B. Lapidus	Rebecca R. Orand	Brian J. Sherr	Patricia Menendes Cambo
Tucker H. Byrd	Sandra C. Gordon	Linda E. Larrea	Debbie M. Orshesky	H. Allan Shore	Ambler H. Moss, Jr.
Michael J. Cherniga	Matthew B. Gerson	Nancy B. Lash	David M. Ortiz	Lawrence Silverman	Janice W. Newman
Ary Choueke	Dianne Greenberg	David M. Layman	A. Friscaner Pardo	Marlene K. Silverman	Allan Salovin
Sue M. Cobb	Robert L. Grossman	Jeremy P. Leathe	Rose Parish-Ramon	Holly R. Skolnick	Paul E. Shapiro
C. Deryl Couch	Barbara A. Hall	Moshe M. Lehrfield	Michael C. Park	Lori A. Sorbin	Marc M. Watson
John G. Crabtree	Paige A. Harper	Susan B. Leibowitz	Marshall R. Pasternack	Charles E. Stiver, Jr.	Julie A.S. Williamson
Miguel A. De Grandy	Fred F. Harris, Jr.	James P. S. Leshaw	Sylvia S. Penneys	Joel L. Stocker	
Bert Diaz	Lisa Harris	Fred Levenson	Sheldon S. Polish	Michael J. Sullivan	Melvin N. Greenberg
Alan T. Dimond	Steven M. Helfman	Marc S. Levin	Roberto R. Pupo	I. Todd Sumner	(1928-1994)

Myma Norman Golinsky
(305) 789-5375

December 4, 1996

Florida Division of Corporations
DOMESTIC CHARTER SECTION
P.O. Box 6327
Tallahassee, FL 32314

Re: **FRIEDLAND INVESTMENTS, INC.**

Enclosed herewith are three duly executed originals of **ARTICLES OF INCORPORATION** for the captioned corporation.

Also enclosed is a check in the amount of \$122.50 to cover the cost of filing and one certified copy. Please stamp the third copy and return to me.

Secretary of State
December 4, 1996
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Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script, appearing to read "Myma Norman Golinsky".

Myma Norman Golinsky
Legal Assistant

ARTICLES OF INCORPORATION
OF
FRIEDLAND INVESTMENTS, INC.

FILED
96 DEC -5 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is FRIEDLAND INVESTMENTS, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 111 Regatta Drive, Jupiter, Florida 33477.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$01	common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office in the State of Florida is 1221 Brickell Avenue, Florida, 33131, City of Miami, County of Dade, and the name of its initial registered agent at such office is H. Allan Shore.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number

of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors who is to serve as the Corporation's director until his successors are duly elected and qualified is:

Jack M. Friedland
111 Regatta Drive
Jupiter, Florida 33477

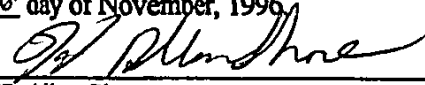
ARTICLE VII

The name of the Incorporator is H. Allan Shore and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

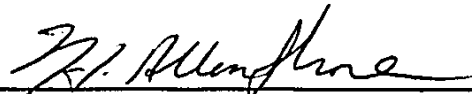
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 26th day of November, 1996.



H. Allan Shore
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of **TAKE FRIEDLAND**
INVESTMENTS, INC., hereby accepts such designation and is familiar with, and accepts, the
obligations of such position, as provided in Florida Statutes Section 607.0505.

By: 
H. Allan Shore, Registered Agent

DATED: November ¹⁴16, 1996.